

BOX INC
Form 4
January 30, 2015

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Presidio Management Group IX,
L.L.C.

(Last) (First) (Middle)

2735 SAND HILL ROAD

(Street)

MENLO PARK, CA 94025

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
BOX INC [BOX]

3. Date of Earliest Transaction
(Month/Day/Year)
01/28/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Existing Class A Common Stock	01/28/2015		C		11,713,775	A	<u>(1)</u> <u>(2)</u> <u>(3)</u>
Existing Class A Common Stock	01/28/2015		J ⁽⁵⁾		11,713,775	D	<u>(5)</u> 0

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Series B Preferred Stock ⁽¹⁾	<u>(1)</u>	01/28/2015		C	8,283,181	<u>(1)</u> <u>(1)</u>	Existing Class A Common Stock
Series C Preferred Stock ⁽²⁾	<u>(2)</u>	01/28/2015		C	2,486,922	<u>(2)</u> <u>(2)</u>	Existing Class A Common Stock
Series D Preferred Stock ⁽³⁾	<u>(3)</u>	01/28/2015		C	943,672	<u>(3)</u> <u>(3)</u>	Existing Class A Common Stock
Class B Common Stock ⁽⁶⁾	<u>(6)</u>	01/28/2015		J ⁽⁵⁾	11,713,775	<u>(6)</u> <u>(6)</u>	Class A Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Presidio Management Group IX, L.L.C. 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
U S Venture Partners IX L P 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
FEDERMAN IRWIN 2735 SAND HILL ROAD MENLO PARK, CA 94025		X		
LIDDLE DAVID E 2735 SAND HILL ROAD		X		

MENLO PARK, CA 94025

Matteucci Paul A
2735 SAND HILL ROAD X
MENLO PARK, CA 94025

ROOT JONATHAN D
2735 SAND HILL ROAD X
MENLO PARK, CA 94025

Tansey Casey M
2735 SAND HILL ROAD X
MENLO PARK, CA 94025

YOUNG PHILIP M
2735 SAND HILL ROAD X
MENLO PARK, CA 94025

Signatures

Michael P Maher - Attorney in fact for each reporting person 01/30/2015

 **Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) The Series B Preferred Stock automatically converted into the Issuer's existing Class A Common Stock ("Existing Class A Common Stock") on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (2) The Series C Preferred Stock automatically converted into Existing Class A Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.
- (3) The Series D Preferred Stock automatically converted into Existing Class A Common Stock on a 1:1 basis immediately prior to the closing of the Issuer's initial public offering and had no expiration date.

(4) The shares are held of record by U.S. Venture Partners IX, L.P. ("USVP IX"). Presidio Management Group IX, LLC ("PMG IX") is the general partner of USVP IX and may be deemed to have sole voting and dispositive power over the shares held by USVP IX. Steven M. Krausz, a director of the Issuer, and each of Irwin Federman, David E. Liddle, Paul A Matteucci, Jonathan D. Root, Casey M. Tansey, and Philip M. Young, are managing members of PMG IX, and may be deemed to share voting and dispositive power over the shares held by USVP IX. Such persons and entities disclaim beneficial ownership of shares held by USVP IX, except to the extent of any proportionate pecuniary interest therein.

- (5) Immediately prior to the closing of the Issuer's initial public offering and following the conversion of each series of the Issuer's convertible preferred stock into Existing Class A Common Stock, each share of Existing Class A Common Stock was reclassified into one share of Class B Common Stock in an exempt transaction pursuant to Rule 16b-7.
- (6) Each share of Class B Common Stock is convertible into one share of Class A Common Stock at the option of the holder and has no expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.